

Southern Pacific Transportation Company

CHARLES W. BURKETT
JOHN J. CORRIGAN
THORMUND A. MILLER
GENERAL SOLICITORS

ARNOLD I. WEBER
JOHN MACDONALD SMITH
SENIOR GENERAL ATTORNEYS

WALDRON A. GREGORY
RICHARD J. LATHROP
W. HARNEY WILSON
JAMES J. TRABUCCO
ROBERT W. TAGGART
LARRY W. TELFORD
ROBERT S. BOGASON
DOUGLAS E. STEPHENSON
GENERAL ATTORNEYS

Southern Pacific Building • One Market Plaza
San Francisco, California 94105
(415) 362-1212

ALAN C. FURTH
EXECUTIVE VICE PRESIDENT-LAW

HERBERT A. WATERMAN
GENERAL COUNSEL

HAROLD S. LENTZ
ASSISTANT GENERAL ATTORNEY

RICHARD S. KOPF
MICHAEL A. SMITH
LOUIS P. WARCHOT
DONALD S. BRITT
JAMES M. TOBIN
WILLIAM F. ADAMS
RICHARD D. SILVESTER
DAVID W. LONG
GARY O. ALEXANDER
MADELEINE E. SLOANE
JAMES G. FROUG
GARY LAAKSO
KAREN ACKERMAN
CAROL A. HARRIS
ATTORNEYS

RECORDATION NO. *9339-A* Filed & Recorded

SEP 20 1978 -2 22 PM

INTERSTATE COMMERCE COMMISSION

September 15, 1978

SEP 20 1978

Date *10-*

Fca \$

ICC Washington, D. C.

Mr. H. G. Homme, Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Southern Pacific Transportation Company Equipment Trust,
Series 72 --- Recording Pursuant to the Provisions of
Section 20c of the Interstate Commerce Act

Dear Sir:

There are enclosed for recording, pursuant to the provisions of Section 20c of the Interstate Commerce Act the original and three (3) counterparts of Supplement dated as of September 1, 1978, to Equipment Trust Agreement dated as of March 1, 1978, Series 72, together with this Company's voucher in the sum of \$10.00 in payment of the recording fee. This Supplement subjects the additional equipment described hereinbelow to that Equipment Trust.

The following document has been recorded with the Commission under Section 20c in this matter:

Equipment Trust Agreement dated March 1, 1978, creating Southern Pacific Transportation Company Equipment Trust, Series 72, recorded April 24, 1978, at 2:40 p.m. and assigned Recordation No. 9339.

RECEIVED
SEP 20 2 15 PM '78
FEE OPERATION BR.
C.C.

*Consent
Paul Goyner*

In connection with the recording of the Supplement to Equipment Trust dated as of March 1, 1978, the following information is set forth in accordance with the provisions of Section 57.4 of the Commission's Order of July 28, 1952, as amended:

Name and Address of Trustee-Lessor:

The First Pennsylvania Bank N.A.
Fifteenth and Chestnut Streets
Philadelphia, Pennsylvania 19101

Name and Address of Lessee-Guarantor:

Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

General Description of the Equipment to
be Subjected to the Above Equipment Trust
Agreement Pursuant to the Supplement:

- 2 100-ton, 60-ft., high roof box cars;
Berwick Forge and Fabricating, builder;
lettered SP and numbered 654816 and
654817;
- 3 100-ton, 7,400 cu. ft., all steel tight
bottom gondola cars; PACCAR Inc.,
builder; lettered SP and numbered
355470 to 355472, both inclusive.

When the recording of the Supplement to Equipment Trust Agreement has been completed, please return two counterparts of the instrument, with recording data endorsed thereon, to our representative.

Very truly yours,

Karen Ackerman

Interstate Commerce Commission
Washington, D.C. 20423

9/20/78

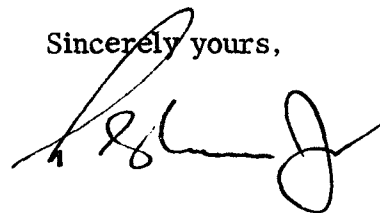
OFFICE OF THE SECRETARY

Karen Ackerman
Southern Pacific Transp. Co.
Southern Pacific Building
One Market Plaza
San Francisco, Calif. 94105

Dear Sir:

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,
49 U.S.C. 20(c), on **9/20/78** at **2:20pm**
and assigned recordation number(s) **9339-A**

Sincerely yours,



H.G. Homme, Jr.,
Acting Secretary

Enclosure(s)

SE-30-T
(2/78)

SOUTHERN PACIFIC TRANSPORTATION COMPANY
EQUIPMENT TRUST

RECORDATION NO. 9339-A Filed & Recorded

Series 72

SEP 20 1978 -2 22 PM

UNITED STATES COMMERCE COMMISSION

SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT

Dated as of September 1, 1978

First Pennsylvania Bank N.A.

to

Southern Pacific Transportation Company

SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT, dated as of the first day of September, 1978, between First Pennsylvania Bank N.A., a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee, as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and Southern Pacific Transportation Company, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust Agreement bearing date as of March 1, 1978, by and between First Pennsylvania Bank, N.A., a Pennsylvania corporation, as Trustee, and the Company (hereinafter called the "Agreement"), there was constituted the "Southern Pacific Transportation Company Equipment Trust, Series 72", under which railroad equipment was to be leased to the Company; and

WHEREAS, in the Agreement the Company covenanted and agreed that if the aggregate final cost of the Trust Equipment were not at least 125% of the aggregate principal amount of Trust Certificates issued thereunder, it would cause to be transferred to the Trustee additional new Trust Equipment in such amount and of such cost that the aggregate final cost of the Trust Equipment would be at least 125% of the aggregate principal amount of Trust Certificates issued thereunder; and

WHEREAS, the aggregate final cost of the Trust Equipment was less than 125% of the aggregate principal amount of Trust Certificates issued thereunder; and

WHEREAS, title to the railroad equipment hereinafter specifically described has been, or will be, vested in the Trustee; and

WHEREAS, it was provided in the Agreement that, upon the transfer and delivery of additional Trust Equipment to the Trustee, the same should be and become a part of the Trust Equipment;

NOW, THEREFORE, THIS SUPPLEMENT TO AGREEMENT WITNESSETH:

That First Pennsylvania Bank N.A., Trustee as aforesaid (acting in pursuance of the Agreement), party of the first part, for and in consideration as well of the sum of one dollar to it paid by the Company, party of the second part, at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, as of the rents and covenants provided in the Agreement to be paid, kept and performed by the Company, has let and leased, and does hereby let and lease, to the Company as a part of the railroad equipment of Southern Pacific Transportation Company Equipment Trust, Series 72 (hereinafter collectively called the "Trust Equipment"), and subject to all the terms and conditions of the Agreement, the railroad equipment hereinafter described, to wit:

<u>Number of Cars</u>	<u>Description</u>	<u>Estimated Unit Cost</u>	<u>Estimated Total Cost</u>
2	100-ton, 60-ft., high roof box cars; Berwick Forge and Fabricating, builder; lettered SP and numbered 654816 and 654817;	\$52,235	\$104,470
3	100-ton, 7,400 cu. ft., all steel tight bottom gondola cars; PACCAR Inc., builder; lettered SP and numbered 355470 to 355472, both inclusive.	33,200	99,600

Total

\$204,070

TO HAVE AND TO HOLD, as part of the Trust Equipment,
subject to all the terms and conditions of the Agreement, the
said railroad equipment hereinbefore specifically described.

This Supplement to Agreement shall be simultaneously executed in several counterparts, each of which, so executed, shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Agreement, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

FIRST PENNSYLVANIA BANK N.A.,
Trustee,

By Wm. C. C. C.
Vice President

Attest: B. B. B.
Assistant Secretary

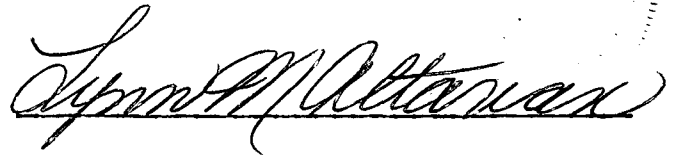
SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By B. B. B.
Assistant Vice President and
Treasurer

Attest: B. B. B.
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA,)
)
City and County of Philadelphia,) ss.

On this *19th* day of *Sept*, 1978, before me personally appeared *Wm Krav*, to me personally known, who, being by me duly sworn, says that he is Vice President of First Pennsylvania Bank N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



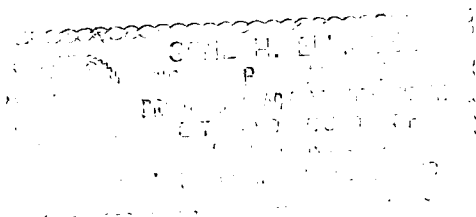
LYNN M. ATTARIAN
Notary Public, Phila., Phila. Co.
My Commission Expires May 3 1982

STATE OF CALIFORNIA

CITY AND COUNTY OF SAN FRANCISCO,

)
) ss.
)

On this *15th* day of *September*, 1978, before me personally appeared BRUCE G. McPHEE, to me personally known, who, being by me duly sworn, says that he is Assistant Vice President and Treasurer of Southern Pacific Transportation Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Gene H. P. [Signature]